

SCHEDULE I

Additional Articles

72. The income and property of the Company whencesoever derived shall be applied solely towards the promotion of the objects of the Company as set forth in the Articles of Incorporation, and no portion thereof shall be paid or transferred directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit to the members of the Company. Provided that nothing shall prevent the payment in good faith of reasonable and proper remuneration to any officer or servant of the Company or to any member of the Company in return for any services actually rendered to the Company nor prevent the payment of interest at a rate not exceeding six percent per annum on money lent, or reasonable and proper rent for premises demised or let by any member to the Company but so that no member of the council of management or governing body of the company shall be appointed to any salaried office of the Company or any office of the Company paid by fees, and that no remuneration or other benefit in money or money's worth shall be given by the Company to any member of such council or governing body except repayment of out-of-pocket expenses, and interest at the rate aforesaid on money lent or reasonable and proper rent for premises demised or let to the Company, so however, that the provision last mentioned shall not apply to any payment to any railway, gas, electric lighting, water, cable or telephone company of which a member of the council or governing body may be a member or any other company in which such member shall not hold more than one-hundredth part of the capital, and such member shall not be bound to account for any share of profits he may receive in respect of such payment.
73. No addition or amendment shall be made to or in the regulations contained in the Articles of Incorporation for the time being in force, unless the same shall have been previously submitted to and approved by the Minister.
74. Articles 72 & 73 herein contain conditions on which a License is granted by the Minister to the Company in pursuance of Section 16 of the Act.
75. Every member of the Company undertakes to contribute to the assets of the Company in the event of the same being wound up during the time that he is a member, or within one year afterwards, for payment of the debts and liabilities of the Company contracted before the time at which he ceases to be a member, and of the costs, and expenses or winding up of the same, and for the adjustment of the rights of the contributors amongst themselves, such amount as may be required not exceeding \$.....
76. If upon winding up or dissolution of the Company there remains after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed

among the members of the Company, but shall be given or transferred to some institution or institutions having objects similar to the objects of the Company and which shall prohibit the distribution of its or their income and property among it is or their members to an extent at least as great as is imposed on the Company under or by virtue of article 72 hereof, such institution or institutions to be determined by the members of the Company at or before the time of dissolution or in default thereof by such Judge of the Supreme Court as may have jurisdiction in the matter and if and so far as effect cannot be given to the aforesaid provisions then to some charitable organization.

77. True accounts shall be kept of the sums of money received and expended by the Company, and the matters in respect of such receipts and expenditure takes place, and of the property, credits and liabilities of the Company, and subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the regulations of the Company for the time being shall be open to inspection of members. Once at least in every year the accounts of the Company shall be examined and the correctness of the balance sheet ascertained by one or more qualified auditor or auditors.

SCHEDULE II

VARIED ARTICLE

36. The directors shall not receive remuneration but shall be reimbursed all travelling, hotel and other expenses properly incurred by them in attending and returning from meetings of the Directors or any Committee of the Directors or general meeting of the Company or in connection to the business of the Company.

SCHEDULE III

1. The objects for which JAMES 127 Limited is established are:

- a) To alleviate hunger, poverty, homelessness among poor children, homeless people and the elderly, particularly widows and fatherless children, in the St. Catherine, Kingston and St. Andrew. This will be accomplished through biennial food and clothing drives, with the drop off location being our office at 11 South Avenue, Kingston 10. Furthermore, we shall solicit monetary gifts from our donors on a regular basis in order to meet the requirements of the aforementioned vulnerable groups.
- b) To provide assistance to underserved hospitals and health centres to better aid in the delivery of health services within St. Catherine, Kingston and St. Andrew.

2. The company shall have the following powers, inter alia, which shall be exercised solely in the furtherance of such of the objects of the company is charitable.

- a) To liaise with various larger world organizations like USAID, UNICEF, Jamaican Nurses Association of New York and South Florida, etc. Will contact individuals who have indicated they will contribute to the cause. Will communicate with Jamaican-American doctors organizations and arrange for free clinics and medical supplies for underserved areas.
- b) To conduct annual fundraising to carry out the objectives
- c) Providing perishables (food) and non-perishables (clothing, etc) items, providing food to homeless and less fortunate persons.
- d) To solicit, accept and use contributions of funds and other property for the support of the objects described above.
- e) To provide medical equipment and supplies to hospitals and health centres.
- f) Provide referrals to shelters for the homeless where requested.
- g) To liaise and collaborate with local and international bodies, organization or institutions having similar or compatible interest described in the objects set out above.
- h) Provide homecare for the elderly, these include trimming/combing hair, bathing, providing groceries, etc; the homeless will be referred to shelters
- i) Provide prayer and support to grieving families;

- j) Seek assistance and donations from the wider public, Government agencies and larger charities such as Food for the Poor and other international agencies to obtain food, etc to assist residents in the target area.
- k) To acquire, hold, purchase, receive, lease, exchange, possess, hire or otherwise whatsoever in fee simple, for leasehold or for any other estate or interest therein, and all other property real, personal or mixed.
- l) To grant, sell, lease, let, charge, improve, manage, develop, assign, dispose of, turn to account, or otherwise deal with all or any of the company's properties, both present and future so held or vested or any part thereof.
- m) To enter into bond or give guarantee or indemnity for the due performance of any contract, agreement, debt or other obligation and to guarantee the account of any beneficiary with the bank, society, company or person and to sign and execute any document or instrument necessary in connection with the foregoing and to vary the investments of the company.
- n) To appoint an attorney or attorneys for such time and purpose and with such power as may be stated in the instrument of appointment and to revoke any such appointed.
- o) To appoint such officers and servants as the company may deem fit for carrying out its objects and to define their duties and fix the amount of their emolument or compensation, if any.
- p) To appoint committees for carrying out the policies of the company and make rules governing their functions and duties.
- q) To provide for the constitution and establishment of branches of the company within any part of Jamaica and to define the powers and duty of such branches as appropriate.
- r) To take any gift of property, whether subject to any special trust or not, for anyone or more of the objects of the company and to accept donations (whether real or personal estate) and devise and requests for all or any of the purpose aforesaid.
- s) To conduct, maintain and alter any houses, building or works necessary or convenient for the purposes of the company including provisions for schools, hospitals, homes for the elderly, or any other charitable institutions necessary for the attainment of the company's objectives.
- t) To take such steps by personal or written appeals, public meetings or otherwise as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the company in the form of donations, annual subscriptions or otherwise.

- u) To print or publish any newspaper, periodicals, books or; leaflets that is desirable for the promotion of its objects.
- v) To invest any moneys of the company that is not immediately required for any of its objects in such manner as may from time to time be determined by the board of directors.
- w) To undertake and execute any trust or other duties which are conducive to any of the objects of the company.
- x) To subscribe to any youth development initiative local charities, and to grant donations for public purposes, and assist indigent persons in special circumstances whenever the company consider such assistance necessary.
- y) To amalgamate with any companies, institutions, societies or Companies having objects altogether similar to those of this company and to purchase or otherwise acquire and undertake all or any part of the property, whether real or personal assets, liabilities or engagements of anyone or more of the company's institutions, societies or Companies with which the company is authorised to amalgamate.
- z) To provide for the gratuitous relief, by means of pecuniary or other assistance of necessitous persons who have been members of the company, their widows, children and immediate relatives dependant on them, provided that such person shall not at the time of receiving such relief be a member of this company.
- aa) To pay all costs, charges and expenses incurred or sustained in or about the promotion and establishment of the company, or which are in the nature of preliminary expensed including therein, the cost of the printing and stationery and expenses attendant upon the formation of agencies, sub-committees and branches.
- bb) To draw, accept, and make, and to endorse, discount, and negotiate cheques, bills of exchange, and promissory notes and other negotiable instruments.
- cc) The company shall not support with its funds and objects, or endeavours to impose on or procure to be observed by its members or others, any regulations, restrictions, or conditions which if an object of the Company would make it a trade union.
- dd) To establish and support, and to aid in the establishment and support of any other bodies or Company formed for all or any of the objects of this company.

